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CYBERMATE
INFOTEK LIMITED

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6th
Annual Report
1999-2000

BOARD OF DIRECTORS

P.C.PANTULU	- Managing Director
K.S.SHIVA KUMAR	- Director & Chief Operating Officer
P.S.MURTY	- Director (Technical)
RAJIV GOYAL	- Director
Dr.J.V.RAO	- Director
IJJU SHIV ANAND	- Director & Chief Technical Officer
K.K. RAO	- Director
B.K.SARMA	- Alternate Director to Mr.Rajiv Goyal

Auditors

B.RAMA RAO & Co.
Chartered Accountants
Hyderabad.

Bankers

State Bank of India (IFB)
Punjab National Bank

Registered Office & Software Development Centre

11, Sripuri Colony,
Kakaguda, Karkhana,
Secunderabad - 500 015.
e-mail: info@cil-it.com
URL: www.cil-it.com

Overseas Offices:

USA & Abu Dhabi

Registrar/Share Transfer Agent

Sindhu Corporate Serv. (P) Ltd.
18A (492), East Marredpally,
Secunderabad - 500 026.
e-mail: sindhu@hd2.dot.net.in



NOTICE OF SIXTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 6th Annual General Meeting of the Members of CYBERMATE INFOTEK LIMITED, will be held on Friday, the 29th day of September, 2000 at 10.00 A.M. at Juloori Vajamma Kalyana Mandapam, Karkhana, Secunderabad - 500 003 to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2000 and the Profit & Loss account for the year ended 31st March, 2000 along with Auditors' Report & Directors' Report thereon.
2. To appoint a director in place of Shri Rajiv Goyal, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. B. Rama Rao & Co., Chartered Accountants, as Auditors to hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS :

4. To consider, and if thought fit, to pass with or without modifications, the following resolution as a ORDINARY RESOLUTION:

"RESOLVED THAT Mr. Ijju Shiva Anand, who was appointed as Additional Director of the Company by the Board of Directors and who ceases to hold office under section 260 of the companies Act, 1956, at this meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of the Director.

5. To consider, and if thought fit, to pass with or without modifications, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions of the Companies Act 1956 (including any statutory modification or re-enactment thereof, for the time being in force), and in supercession of the earlier resolution the consent of the Company be and is hereby accorded for the **increase in remuneration of Mr. P.C.Pantulu, Managing Director** with effect from **1st April, 2000 till 31st March, 2004** (both days inclusive) as set out hereunder".

1. Salary : Rs. 75,000 per month in the scale of (75,000-20,000-1,55,000).
2. Commission : **2% of the net profits** of the Company as per the provisions of Section 198 and 309 of the Companies Act, 1956.
3. Perquisites : (Subject to the maximum of annual salary)
 - i. Housing : 40% of the salary over and above 10% payable by the Managing Director himself. In case the Company provides accommodation the company shall recover 10% of the salary from the Managing Director.

The expenditure incurred by the Company on gas, electricity, water and furnishing etc. shall be valued as per the Income Tax rules, 1962. This shall however, be subject to a ceiling of 10% of his salary.
 - ii. Medical Reimbursement : Expenses incurred for the Managing Director and family subject to a ceiling of one month's salary in a year or 3 months salary in a block of 3 years.

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- iii. Leave Travel Concession : For the Managing Director and his family consists of spouse, dependent children and parents once in a year incurred in accordance with the rules specified by the company.
 - iv. Club Fees : Fees of Clubs subject, to a maximum of two clubs. This will not include admission and life Membership.
 - v. Personal Accident Insurance : Premium not exceeding Rs.3000/- per annum.
 - vi. Provident Fund, Super Annuation Fund/Annuity Fund : As per Company's rules.
 - vii. Gratuity : As per company's rules.
 - viii. Leave:

Casual Leave	:	As per Company Rules.
Sick leave	:	As per Company Rules.
Privilege Leave	:	As per Company Rules.
 - ix. Leave Encashment : As per Company' Rules.
 - x. Residential Telephone :

Residential telephone be provided at the expense of the company. The Company will pay the Telephone bill including STD. and Trunk calls for the official business.
 - xi. Car : Entitled to use office car with driver for official purpose. Alternatively if he owns a car with driver he shall be entitled for reimbursement of expenses of Rs. 9000/- p.m.
- The following shall not be included in the computation of the ceiling on perquisites:
- a. Contribution to provident fund, Super Annuation Fund/Annuity Fund to the extent either singly or put together are not taxable under Income Tax Act, 1962.
 - b. Gratuity payable at the rate not exceeding half month's salary for each completed year of service.
4. Minimum Remuneration: In the event of loss or inadequacy of profits in any year during the period of his appointment, Mr. P. C. Pantulu will be paid the remuneration as above as minimum remuneration. Mr. P.C.Pantulu will not be entitled to any sitting fee for attending meetings of the Board or any committee thereof.
 6. To consider and if thought fit to pass with or without modification(s) the following resolution as Special Resolution

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions of the Companies Act 1956 (including any statutory modification or re-enactment thereof, for the time being in force), in supercession of any earlier resolution, the consent of the Company be and is hereby accorded for the **increase in remuneration of Mr. K.S.Shiva Kumar, as Director (Operations) & Chief Operating Officer** with effect from 1st April, 2000 till 31st March, 2004 (both days inclusive) as set out hereunder".

 1. Salary Rs. 50,000 per month (In the scale of 50,000 - 10,000 -90,000 p.m)
 2. Commission : 1% of the net profits of the Company as per the provisions of Section 198 and 309 of the Companies Act, 1956.
 3. Perquisites : (subject to the maximum of annual salary)

- i. (a) Housing : 30% of the salary over and above 10% payable by the Director himself. In case the accommodation is provided by the Company, 10% of the salary of the Director shall be recovered by the company.
- (b) The expenditure incurred by the Company on gas, electricity, water and furnishing etc. shall be valued as per the Income Tax rules, 1962. This shall however, be subject to a ceiling of 10% of his salary.
- ii. Medical Reimbursement : Expenses incurred for the Director and family subject to a ceiling of one month's salary in a year of 3 months salary in a block of 3 years.
- iii. Leave Travel Concession : For the Director and his family consists of spouse, dependent children and parents once in a year incurred in accordance with the rules specified by the Company.
- iv. Club Fees : Fees of Clubs subject, to a maximum of two clubs. This will not include admission and life Membership
- v. Personal Accident Insurance : Premium not exceeding Rs. 2000/- per annum.
- v. Provident Fund, Super Annuation Fund/Annuity Fund : As per Company's rules.
- vii. Gratuity : As per company's rules
- viii. Leave :

Casual Leave	:	As per Company Rules.
Sick leave	:	As per Company Rules.
Privilege Leave	:	As per Company Rules.
- ix. Leave Encashment : As per Company' Rules.
- ix. Residential Telephone: Residential telephone be provided at the expense of the company. The Telephone bill including STD and Trunk calls for the official business will be paid by the Company.
- xi. Car : Entitled to use office car with driver for official purpose. Alternatively if he owns a car with driver he shall be entitled for reimbursement of expenses of Rs.4,500/- p.m.

The following shall not be included in the computation of the ceiling on perquisites:

- a. Contribution to Provident fund, Super Annuation Fund/Annuity Fund to the extent either singly or put together are not taxable under Income Tax Act, 1961.
 - b. Gratuity payable at the rate not exceeding half month's salary for each completed year of service.
4. Minimum Remuneration : In the event of loss or inadequacy of profits in any year during the period of his appointment, Mr. K.S.Shiva Kumar will be paid the remuneration as above as minimum remuneration. Mr. K.S.Shiva Kumar will not be entitled to any sitting fee for attending meetings of the Board or any committee thereof.
7. To consider and if thought fit to pass with or without modification(s) the following resolution as Special Resolution
- "RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions of the Companies Act 1956 (including any statutory modification or re-enactment thereof, for the time being in force), in supercession of the earlier resolution

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the consent of the Company be and is hereby accorded for the **Increase in remuneration of Mr. P.S.Murty, as Director (Technical)** with effect from **1st April, 2000 till 31st March, 2004 (both days inclusive)** as set out hereunder".

1. Salary Rs. 35,000 p.m. (in the scale of 35,000 - 5,000 -55,000 p.m.)
2. Commission : 1% of the net profits of the Company as per the provisions of section 198 and 309 of the Companies Act, 1956.
3. Perquisites : (subject to the maximum of annual salary)
 - i. (a) Housing : 30% of the salary over and above 10% payable by the Director himself, in case the accommodation is provided by the Company, 10% of the salary of the Director shall be recovered by the Company.
 - (b) The expenditure incurred by the Company on gas, electricity, water and furnishing etc. shall be valued as per the income tax rules, 1962. This shall however, be subject to a ceiling of 10% of his salary.
 - ii. Medical Reimbursement : Expenses incurred for the Director and family subject to a ceiling of one month's salary in a year of 3 months salary in a block of 3 years.
 - iii. Leave Travel Concession : For the Director and his family consists of spouse, dependent children and parents once in a year incurred in accordance with the rules specified by the company.
 - iv. Club Fees : Fees of Clubs subject, to a maximum of two clubs. This will not include admission and life Membership.
 - v. Personal Accident Insurance : Premium not exceeding Rs.2000/- per annum.
 - vi. Provident Fund, Super Annuation Fund/Annuity Fund : As per Company's rules.
 - vii. Gratuity : As per company's rules
 - viii. Leave :

Casual Leave	:	As per Company Rules.
Sick leave	:	As per Company Rules.
Privilege Leave	:	As per Company Rules.
 - ix. Leave Encashment : As per Company' Rules.
 - x. Residential Telephone :

Residential telephone be provided at the expense of the Company. The company will pay the Telephone bill including STD and Trunk calls for the official business.
 - xi. Car : Entitled to use office car with driver for official purpose. Alternatively if he owns a car with driver he shall be entitled for reimbursement of expenses of Rs.4,500/- p.m.

The following shall not be included in the computation of the ceiling on perquisites :

 - a. Contribution to provident fund, Super Annuation Fund/Annuity Fund to the extent either singly or put together is not taxable under Income Tax Act, 1962.
 - b. Gratuity payable at the rate not exceeding half month's salary for each completed year of service.
4. Minimum Remuneration : In the event of loss or inadequacy of profits in any year during the period of his appointment, Mr. P.S.Murty will be paid the remuneration as above as minimum remuneration. Mr. P.S.Murty will not be entitled to any sitting fee for attending meetings of the Board or any committee thereof.

8. To consider and if thought fit to pass with or without modification(s) the following resolution as Special Resolution

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions of the Companies Act 1956 (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded for the appointment and remuneration of **Mr. Ijju Shiv Anand as Director (e-solutions) and Chief Technical Officer** for a period of three years with effect from **1st September, 2000**, as set out hereunder".

1. Salary Rs. 40,000 p.m. (in the scale of 40,000 - 5,000 -55,000 p.m)
2. Perquisites : (subject to the maximum of annual salary)
 - i. (a) Housing : 30% of the salary over and above 10% payable by the Director himself, in case the accommodation is provided by the Company, 10% of the salary of the Director shall be recovered by the Company.
 - (b) The expenditure incurred by the Company on gas, electricity, water and furnishing etc. shall be valued as per the income tax rules, 1962. This shall however, be subject to a ceiling of 10% of his salary.
 - ii. Medical Reimbursement : Expenses incurred for the Director and family subject to a ceiling of one month's salary in a year of 3 months salary in a block of 3 years.
 - iii. Leave Travel Concession : For the Director and his family consists of spouse, dependent children and parents once in a year incurred in accordance with the rules specified by the company.
 - iv. Club Fees : Fees of Clubs subject, to a maximum of two clubs. This will not include admission and life Membership
 - v. Personal Accident Insurance : Premium not exceeding Rs.2000/- per annum.
 - vi. Provident Fund, Super Annuation Fund/Annuity Fund : As per Company's rules.
 - vii. Gratuity : As per company's rules
 - viii. Leave :

Casual Leave	:	As per Company Rules.
Sick leave	:	As per Company Rules.
Privilege Leave	:	As per Company Rules.
 - ix. Leave Encashment : As per Company' Rules.
 - x. Residential Telephone :

Residential telephone be provided at the expense of the Company. The company will pay the Telephone bill including STD and Trunk calls for the official business.
 - xi. Car : Entitled to use office car with driver for official purpose. Alternatively if he owns a car with driver he shall be entitled for reimbursement of expenses of Rs.4,500/- p.m.

The following shall not be included in the computation of the ceiling on perquisites :

- a. Contribution to provident fund, Super Annuation Fund/Annuity Fund to the extent either singly or put together is not taxable under income tax Act, 1962.
- b. Gratuity payable at the rate not exceeding half month's salary for each completed year of service.

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4. Minimum Remuneration : In the event of loss or inadequacy of profits in any year during the period of his appointment, Mr. Iiju Shiv Anand will be paid the remuneration as above as minimum remuneration. Mr. Iiju Shiv Anand will not be entitled to any sitting fee for attending meetings of the Board or any committee thereof.
9. To consider and if thought fit to pass with or without modification(s) the following resolution as Special Resolution

"RESOLVED that pursuant to section 31 and other applicable provisions, if any, of the Companies Act, 1956, and the provisions of other statutes as applicable and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the Articles of Association of the Company be and is hereby altered in the following manner :

Insert the following Heading and Article along with the marginal Notes as Article 17A after Article 17 :

'Dematerialisation of Securities'

- (1) For the purpose of this Article :

Definitions

"Beneficial Owner" means a person whose name is recorded as such with a Depository.

"SEBI" means the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992.

"Depositories Act" means the Depositories Act, 1996, including any statutory modifications or re-enactment thereof for the time being in force.

"Bye-Laws" means bye-laws made by a Depository under Section 26 of the Depositories Act.

"Depository" means a Company formed and registered under the Companies Act, 1956, and which has been granted a certificate of Registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.

"Member" means the duly registered holder from time to time of the shares of the Company and includes every person whose name is entered as a Beneficial Owner in the records of the Depository.

"Debentureholder" means the duly registered holders from time to time of the debentures of the Company

"Participant" means a person registered as such under Section 12 (1A) of the Securities and Exchange Board of India Act, 1992.

"Record" includes the records maintained in the form of books or stored in Computer or in such other form as may be determined by regulations made by SEBI in relation to the Depositories Act.

"Regulations" mean the regulations made by the SEBI.

"Security" means such security as may be specified by the SEBI.

Words imparting the singular number include the plural number and vice versa.

Words imparting persons include corporations. Words and expressions used and not in the Act but defined in the Depositories Act shall have the same meanings respectively assigned to them in that Act.

Company to recognize interest in dematerialized Securities under Depositories Act

- (2) Either the Company or the investor may exercise an option to issue, deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof shall be governed by the provisions of the Depositories Act, as amended from time to time or any statutory modifications thereto or Re-enactment thereof.

Dematerialisation of Securities

- (3) Notwithstanding anything contained in these Articles, the company shall be entitled to dematerialise its existing securities, Rematerialise its securities held in the Depositories and/or offer its fresh securities in a dematerialised form pursuant to the Depositories Act and the rules framed there under, if any.

Options to receive security certificates or hold securities with Depository

- (4) Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository.

If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the security.

Securities in Depositories to be in fungible form

- (5) All securities held by a Depository shall be dematerialised and be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Act shall apply to a Depository in respect of the securities held by it on behalf of the Beneficial Owners.

Rights of Depositories and Beneficial Owners

- (6) (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the Beneficial Owner.
- (b) Save as otherwise provided in (a) above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the security held by it.
- (c) Every person holding securities of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a member of the Company. The Beneficial Owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a Depository.

Beneficial Owner deemed as absolute owner

- (7) Except as ordered by a Court of competent jurisdiction or as required by law, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share or where the name appears as the Beneficial Owner of shares in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognise any benami trust or equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has express or implied notice thereof, but the Board shall be at their sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.

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Depository to furnish information

- (8) Every Depository shall furnish to the Company information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.

Cancellation of certificates upon surrender by a person

- (9) Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a Participant, the Company shall cancel such certificate and substitute in its records the name of Depository as the registered owner in respect of the said securities and shall also inform the Depository accordingly.

Option to opt out in respect of any security

- (10) If a Beneficial Owner seeks to opt out of a Depository in respect of any security, the Beneficial Owner shall inform the Depository accordingly.

The Depository shall on receipt of information as above make appropriate entries in its records and shall inform the Company.

The Company shall, within thirty (30) days of the receipt of intimation from the Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.

Service of Documents

- (11) Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.

Provisions of Articles to apply to shares held in Depository

- (12) Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depository Act.

Allotment of securities dealt with in a Depository

- (13) Notwithstanding anything in the Act or these Articles, where securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.

Distinctive number of securities held in a Depository

- (14) The shares in the capital shall be numbered progressively according to their several denominations, provided however, that the provision relating to progressive numbering shall not apply to the shares of the Company which are dematerialised or may be dematerialised in future or issued in future in dematerialised form. Except in the manner hereinbefore mentioned, no share shall be sub-divided. Every forfeited or surrendered share held in material form shall continue to bear the number by which the same was originally distinguished.

Register Index of Beneficial Owners

- (15) The Company shall cause to be kept a Register / Index of Members and a Register / Index of Debentureholders in accordance with Sections 151 and 152 of the Act respectively, and the